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*Co-Counsel to the Ad Hoc Committee of
Governmental and Other Contingent
Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

PURDUE PHARMA L.P., *et al.*,

Debtors.¹

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Chapter 11

Case No. 19-23649 (RDD)

(Jointly Administered)

**FIRST MONTHLY FEE STATEMENT OF GILBERT LLP, FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS CO-COUNSEL TO THE AD HOC COMMITTEE OF
GOVERNMENTAL AND OTHER CONTINGENT LITIGATION CLAIMANTS
FOR THE PERIOD SEPTEMBER 16, 2019 THROUGH OCTOBER 31, 2019**

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Name of Applicant:	Gilbert LLP
Authorized to provide professional services to:	Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	December 2, 2019 (Docket #553)
Period for which compensation and reimbursement is sought:	September 16, 2019 through October 31, 2019
Amount of compensation sought as actual, reasonable, and necessary:	\$348,002.00 (80% of \$435,002.50)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$7,477.55 (100%)
This is a:	Monthly Fee Statement

Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 365 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* entered by this Court on December 2, 2019 [Docket #553] (the “**Reimbursement Order**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket #529] (the “**Procedures Order**”), the law firm of Gilbert LLP (“**Gilbert LLP**”), Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants (the “**AHC**”), hereby submits this first monthly fee statement (the “**Monthly Fee Statement**”) for legal services rendered and reimbursement for expenses incurred for the period commencing September 16, 2019 through October 31, 2019 (the “**Application Period**”).

Itemization of Services Rendered and Expenses Incurred

1. Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Application Period by project category. As reflected on Exhibit A, Gilbert LLP incurred \$435,002.50 in fees during

the Application Period. Pursuant to this Monthly Fee Statement, Gilbert LLP seeks reimbursement of 80% of such fees, totaling \$348,002.00.

2. Annexed hereto as **Exhibit B** is a chart of Gilbert LLP's professionals and paraprofessionals, including title, hourly rate, number of hours billed, and total fees of each attorney and paraprofessional who rendered services to the AHC in connection with these chapter 11 proceedings during the Application Period. The blended hourly rate of the attorneys during the Application Period is \$1,067.64. The blended hourly rate of paraprofessionals during the Application Period is \$225.00.

3. Annexed hereto as **Exhibit C** is the summary of reasonable and necessary expenses incurred during the Application Period. As reflected on Exhibit C, Gilbert LLP incurred \$7,477.55 in expenses during the Application Period. Pursuant to this Monthly Fee Statement, Gilbert LLP seeks reimbursement of 100% of such expenses, totaling \$7,477.55.

4. Annexed hereto as **Exhibit D** are the time records of Gilbert LLP for the Application Period, organized by project category with a daily log detailing the time spent by each professional and an itemization of expenses.

5. Pursuant to the Reimbursement Order, Gilbert LLP has separately recorded services performed relating to intercreditor allocation between governmental and non-governmental creditors, and to the best of Gilbert LLP's knowledge, has not included time relating to intercreditor allocation in this Monthly Fee Statement.

FILING AND SERVICE

6. This Monthly Fee Statement will be filed and served in accordance with the directives in the Procedures Order.

7. Pursuant to the Procedures Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Monthly Fee Statement, serve via email, to the Notice Parties (as defined in the Procedures Order), a written notice setting forth the precise nature of the objection and the amount at issue.

8. If an objection is timely served pursuant to the Procedures Order, the Debtors shall be authorized and directed to pay Gilbert LLP the amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue. It shall not be sufficient to simply object to all fees and expenses.

WHEREFORE, Gilbert LLP respectfully requests compensation in the amount of \$348,002.00 (80% of \$435,002.50) and reimbursement of reasonable and necessary expenses incurred in the amount of \$7,477.55 (100%), for a total amount of \$355,479.55, for the Application Period.

Dated: December 9, 2019
Washington, DC

Respectfully submitted,

GILBERT LLP

/s/ Kami E. Quinn

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*Counsel for the Ad Hoc Committee of
Governmental and Other Contingent
Litigation Claimants.*

Exhibit A

Summary of Services by Category

SUMMARY OF SERVICES BY PROJECT CATEGORIES

Project Code	Project Category	Hours Billed in Period	Fees for Period
A001	Asset Analysis & Recovery	7.3	\$3,825.00
A002	Assumption / Rejection of Leases & Contracts	4.1	\$4,056.00
A003	Business Operations	23.6	\$26,751.00
A004	Case Administration	45.9	\$45,674.50
A006	Employment / Fee Applications	9.7	\$13,875.00
A008	Litigation: Contested Matters / Adversary Proceedings / Automatic Stay	15.7	\$18,353.00
A009	Meetings / Communications with AHC & Creditors	107.9	\$133,917.50
A015	Non-Working Travel Time	82.8	\$48,737.00
A019	Plan of Reorganization / Disclosure Statement	112.1	\$139,813.50
		409.1	\$435,002.50

Exhibit B

Summary of Compensation by Professional

SUMMARY OF COMPENSATION BY PROFESSIONAL

Name of Professional	Position / Year Admitted to Practice	Hourly Billing Rate	Hours Billed for Period	Total Fees for Period
Scott D. Gilbert	Partner / District of Columbia - 1979 U.S. Court of Appeals for the District of Columbia - 1980 U.S. Court of International Trade - 1984 U.S. Supreme Court - 1987 U.S. District Court for the District of Columbia - 2008	\$1,500.00 \$750.00	145.1 37.0	\$217,650.00 \$27,750.00
Craig J. Litherland	Partner / State of Texas – 1983 Supreme Court of Texas – 1983 U.S. Court of Appeals Fifth Circuit – 1984 U.S. District Court for the Southern District of Texas – 1985 U.S. Federal Court for the Eastern District of Michigan – 1995 District of Columbia - 2001 U.S. District Court for the Western District of Texas – 2008	\$1,250.00 \$625.00	44.7 11.6	\$55,875.00 \$7,250.00
Kami E. Quinn	Partner / Virginia – 2000 District of Columbia – 2006 U.S. Court of Appeals for the Third Circuit – 2009	\$950.00 \$475.00	93.4 21.0	\$88,730.00 \$9,975.00
Jenna Hudson	Partner / Maryland – 2010 Massachusetts – 2010 District of Columbia - 2011 U.S. District Court for the District of Maryland – 2011 U.S. Court of Appeals for the First Circuit – 2015 U.S. Supreme Court - 2016 Cherokee Nation – 2017 U.S. District Court for the District of Columbia - 2019	\$675.00	5.8	\$3,915.00
Adam Farra	Associate / Maryland – 2011 District of Columbia – 2015 U.S. Court of Appeals for the Second Circuit – 2017	\$570.00 \$285.00	28.9 13.2	\$16,473.00 \$3,762.00
Benjamin Massarsky	Associate / New York – 2011 District of Columbia – 2012 U.S. District Court for the District of Columbia – 2012 Maryland - 2016	\$500.00	6.3	\$3,150.00
Katherine Johnson	Paralegal – Joined firm in 2018	\$225.00	2.1	\$472.50
	Totals		409.1	\$435,002.50
	Attorney Blended Rate	\$1,067.64		
	Paraprofessional Blended Rate	\$225.00		

Exhibit C

Summary of Expenses Incurred

SUMMARY OF EXPENSES INCURRED

DESCRIPTION	Total Expenses for Period
Pacer	\$67.30
Westlaw	\$115.24
Travel – Airfare	\$498.30
Travel – Train Fare (Coach Fare)	\$2,968.00
Travel – Lodging	\$3,359.25
Travel – Taxi Fare	\$265.11
Travel – Meals	\$204.35
	\$7,477.55

Exhibit D

Time and Expense Detail



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Ad Hoc Committee
c/o Marshall S. Huebner
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

December 9, 2019
Invoice Number: 11318504
Client Number: 1599
Tax ID: 52-2283869

FOR PROFESSIONAL SERVICES RENDERED through November 30, 2019

Re: Ad Hoc Committee (Purdue)

Matter Description	Fees	Costs	Total
Purdue Bankruptcy	435,002.50	7,477.55	442,480.05
Total	435,002.50	7,477.55	442,480.05

TOTAL FEES \$ 435,002.50

TOTAL EXPENSES \$ 7,477.55

TOTAL FEES AND EXPENSES \$ 442,480.05

FOR PROFESSIONAL SERVICES RENDERED through November 30, 2019

Purdue Bankruptcy

A001: Asset Analysis and Recovery

Name	Date	Services	Hours	Amount
Massarsky, B.	9/16/19	Research NY law re automatic stay, arbitration provisions, and insurance policies.	1.40	700.00
Massarsky, B.	9/17/19	Continue researching NY law re automatic stay, arbitration provisions, and insurance policies	3.40	1,700.00
Massarsky, B.	9/18/19	Review Purdue policies re forum and litigation issues.	.20	100.00
Massarsky, B.	9/18/19	Draft summary of research re insurance provisions.	1.30	650.00
Hudson, J.	9/19/19	Review research insurance policies' forum provisions; confer with B. Massarsky re same.	.20	135.00
Hudson, J.	10/09/19	Confer with S. Birnbaum and A. Kramer re insurance asset.	.20	135.00
Hudson, J.	10/10/19	Confer with A. Kramer re obtaining additional evidence of insurance asset.	.30	202.50
Hudson, J.	10/11/19	Communicate with A. Kramer re additional evidence of insurance asset.	.10	67.50
Hudson, J.	10/31/19	Communicate with S. Gilbert re next steps for insurance analysis.	.10	67.50
Hudson, J.	10/31/19	Communicate with A. Kramer re requests for additional information on insurance asset.	.10	67.50
Project Total:			7.30	\$ 3,825.00

A002: Assumption / Rejection of Leases & Contracts

Name	Date	Services	Hours	Amount
Quinn, K.	9/30/19	Review US Trustee and other objections.	.30	285.00
Quinn, K.	10/24/19	Revise letter to US Trustee.	.30	285.00
Quinn, K.	10/25/19	Finalize and send revisions of US Trustee letter to M. Cyganowski.	.20	190.00
Quinn, K.	10/28/19	Communicate with R. Ringer re representations re fee deal.	.30	285.00
Farra, A.	10/28/19	Analyze reimbursement motion and US Trustee letter drafts.	.30	171.00
Quinn, K.	10/29/19	Correspond re request for fees and estimates.	.10	95.00
Gilbert, S.	10/30/19	Confer with C. Litherland and K. Quinn re strategy.	.50	750.00

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Name	Date	Services	Hours	Amount
Quinn, K.	10/30/19	Prepare fees; confer with S. Gilbert and C. Litherland re same.	.80	760.00
Quinn, K.	10/30/19	Prepare and revise fee estimates and budget; confer with S. Gilbert and C. Litherland re same.	1.20	1,140.00
Quinn, K.	10/31/19	Finalize and send fee chart to FTI for coordination.	.10	95.00
Project Total:			4.10	\$ 4,056.00

A003: Business Operations

Name	Date	Services	Hours	Amount
Gilbert, S.	9/16/19	Confer with Ad Hoc Committee counsel; correspond with same re filings.	2.00	3,000.00
Quinn, K.	9/16/19	Confer with Ad Hoc Committee co-counsel group re first days.	.90	855.00
Farra, A.	9/16/19	Correspond with C. Litherland re first-day filings.	.30	171.00
Quinn, K.	9/17/19	Confer with C. Litherland re first-day hearings.	.50	475.00
Litherland, C.	9/17/19	Attend first-day hearings; discussions with various counsel before and after hearing.	5.60	7,000.00
Litherland, C.	9/17/19	Communications with S. Gilbert and K. Quinn re hearing outcome, future meetings, issues raised by US Trustee and Court, and other impressions.	1.20	1,500.00
Litherland, C.	9/17/19	Communications with K. Eckstein re addressing US Trustee issues.	.20	250.00
Litherland, C.	9/17/19	Review hearing summary; communications with R. Ringer re possible revisions to draft and timing issues.	.90	1,125.00
Farra, A.	9/18/19	Analyze first-day filings.	2.00	1,140.00
Gilbert, S.	9/25/19	Telephone call re US Trustee meeting.	.50	750.00
Quinn, K.	9/25/19	Confer with Brown Rudnick and S. Gilbert re US Trustee call.	.50	475.00
Quinn, K.	9/27/19	Review memorandum from Kramer Levin re second-day motions.	.20	190.00
Quinn, K.	9/30/19	Review various bankruptcy pleadings.	2.50	2,375.00
Quinn, K.	10/06/19	Review FTI presentation re wages and first day motions.	.30	285.00
Gilbert, S.	10/10/19	Attend second-day hearing via telephone.	3.00	4,500.00
Quinn, K.	10/10/19	Listen-only to second-day hearing (partial).	2.50	2,375.00
Farra, A.	10/10/19	Attend (telephonically) second-day bankruptcy hearing.	.50	285.00
Project Total:			23.60	\$ 26,751.00

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A004: Case Administration

Name	Date	Services	Hours	Amount
Quinn, K.	9/16/19	Revise procedures agreement.	.30	285.00
Litherland, C.	9/16/19	Communications re joint interest agreement.	.70	875.00
Litherland, C.	9/16/19	Revisions and note for draft procedures agreement.	1.00	1,250.00
Hudson, J.	9/16/19	Confer with K. Quinn and S. Gilbert re committee formation.	.20	135.00
Quinn, K.	9/17/19	Revise draft common interest agreement.	.30	285.00
Quinn, K.	9/17/19	Review and revise draft protocol issues list.	.80	760.00
Litherland, C.	9/17/19	Communications with K. Quinn, S. Gilbert and A. Farra re committee governance / procedures.	1.10	1,375.00
Litherland, C.	9/17/19	Communications with K. Quinn and A. Farra re joint interest agreement.	.30	375.00
Litherland, C.	9/17/19	Communications with S. Gilbert and K. Quinn re meeting agenda and recommendations.	1.10	1,375.00
Farra, A.	9/17/19	Revise common interest agreement.	3.00	1,710.00
Farra, A.	9/17/19	Draft outline re Ad Hoc Committee governance issues.	3.00	1,710.00
Litherland, C.	9/18/19	Revise Committee procedures notes; communications with R. Ringer re same.	1.20	1,500.00
Litherland, C.	9/19/19	Meet with co-counsel re committee bylaws, counsel procedures, other organizational steps and next steps with Debtor.	7.60	9,500.00
Litherland, C.	9/19/19	Communications with S. Gilbert and A. Farra re coordination for next few days tasks.	.30	375.00
Farra, A.	9/19/19	Meet with Kramer Levin, Otterbourg, S. Gilbert, K. Quinn, C. Litherland re bylaws and other issues.	6.50	3,705.00
Gilbert, S.	9/20/19	Review and revise Ad Hoc Committee bylaws and documents.	1.50	2,250.00
Quinn, K.	9/20/19	Revise draft common interest agreement.	1.00	950.00
Quinn, K.	9/20/19	Review draft 2019 statement.	.10	95.00
Litherland, C.	9/20/19	Review draft bylaws.	.30	375.00
Farra, A.	9/24/19	Analyze revised Ad Hoc Committee formation documents.	.50	285.00
Litherland, C.	9/25/19	Conference call with Ad Hoc Committee re bylaws, term sheet, and other current issues.	1.40	1,750.00
Gilbert, S.	9/26/19	Meet with M. Huebner; pre-meeting preparation; meet with J. Rice.	4.50	6,750.00
Litherland, C.	9/27/19	Communications with S. Gilbert, K. Eckstein and other co-counsel re Insys experience and committee composition issues.	.70	875.00

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Name	Date	Services	Hours	Amount
Johnson, K.	10/08/19	Organize pleadings; confer with C. Litherland and J. Hudson re status.	.50	112.50
Hudson, J.	10/09/19	Confer with K. Johnson and A. Farra re case strategy.	.40	270.00
Johnson, K.	10/09/19	Confer with J. Hudson and A. Farra re status and strategy.	.40	90.00
Johnson, K.	10/09/19	Organize and assemble pleadings.	.50	112.50
Farra, A.	10/09/19	Meet with J. Hudson and K. Johnson re Ad Hoc Committee non-state member work.	.40	228.00
Gilbert, S.	10/13/19	Telephone call with Ad Hoc Committee counsel and others re non-disclosure agreement.	1.30	1,950.00
Quinn, K.	10/13/19	Participate in call re confidentiality agreements and information.	1.30	1,235.00
Litherland, C.	10/13/19	Telephone conference with Debtors' counsel and Ad Hoc Committee counsel re non-disclosure agreement and related issues.	1.30	1,625.00
Quinn, K.	10/15/19	Confer with co-counsel re tasks and open issues.	.80	760.00
Farra, A.	10/15/19	Telephone call with Brown Rudnick, Kramer Levin, and K. Quinn re status update.	.70	399.00
Johnson, K.	10/16/19	Organize and assemble pleadings; update databases re same.	.50	112.50
Johnson, K.	10/17/19	Organize and assemble pleadings; update databases re same.	.20	45.00
Quinn, K.	10/22/19	Review changes for Ad Hoc Committee non-disclosure agreement.	.20	190.00
Project Total:			45.90	\$ 45,674.50

A006: Employment / Fee Applications

Name	Date	Services	Hours	Amount
Gilbert, S.	9/18/19	Meet with Ad Hoc Committee for financial advisor interviews.	7.00	10,500.00
Litherland, C.	9/18/19	Attend financial adviser presentations and discussion with counsel and state representatives re selection issues.	2.70	3,375.00
Project Total:			9.70	\$ 13,875.00

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A008: Litigation: Contested Matters / Adversary Proceedings / Automatic Stay

Name	Date	Services	Hours	Amount
Quinn, K.	9/19/19	Confer with C. Litherland re strategy and stay support issue.	1.00	950.00
Litherland, C.	9/19/19	Draft alternative stay support outline; communications with S. Gilbert re same.	1.40	1,750.00
Litherland, C.	9/24/19	Confer with A. Troop, S. Gilbert, J. Rice and others re possible temporary stay linked to information flow.	.40	500.00
Litherland, C.	9/25/19	Confer with S. Gilbert re stay issues and potential resolution, term sheet, and Committee organization issues.	.90	1,125.00
Quinn, K.	10/04/19	Review briefs re objection to stay; correspondence re briefing.	.30	285.00
Quinn, K.	10/07/19	Revise draft brief in support of stay.	.40	380.00
Farra, A.	10/08/19	Analyze briefing re motion for stay.	.40	228.00
Quinn, K.	10/10/19	Review stay-related pleadings.	.50	475.00
Gilbert, S.	10/11/19	Attend by phone preliminary injunction hearing.	5.00	7,500.00
Quinn, K.	10/11/19	Listen-only participation to hearing re stay.	5.00	4,750.00
Litherland, C.	10/11/19	Communicate with Ad Hoc Committee counsel group re impact of Debtors' information sharing proposals.	.10	125.00
Quinn, K.	10/17/19	Review and respond re extension of time.	.30	285.00
Project Total:			15.70	\$ 18,353.00

A009: Meetings / Communications with AHC & Creditors

Name	Date	Services	Hours	Amount
Gilbert, S.	9/16/19	Confer with AHC representatives re strategy re UCC.	.50	750.00
Gilbert, S.	9/17/19	Telephone call with D. Molton; telephone call with R. Budd and NM re status and strategy.	2.00	3,000.00
Gilbert, S.	9/18/19	Meet with Ad Hoc Committee counsel re strategy and next steps.	3.20	4,800.00
Quinn, K.	9/18/19	Meet with D. Molton, C. Litherland and S. Gilbert re strategy.	3.20	3,040.00
Gilbert, S.	9/19/19	Meet with Ad Hoc Committee.	7.80	11,700.00
Gilbert, S.	9/19/19	Telephone call with PEC; telephone call with J. Rice re case strategy.	1.50	2,250.00
Quinn, K.	9/19/19	Participate in coordination meeting with Ad Hoc Committee counsel.	7.80	7,410.00

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Name	Date	Services	Hours	Amount
Gilbert, S.	9/20/19	Confer with Navajo re UCC; confer with D. Molton; confer with all tribes; confer with R. Budd.	3.00	4,500.00
Quinn, K.	9/21/19	Correspond with client re meeting agenda and plan for meeting.	.50	475.00
Gilbert, S.	9/22/19	Review materials; confer with D. Molton; confer with J. Rice; telephone call with Ad Hoc Committee counsel to prepare for meeting.	3.50	5,250.00
Quinn, K.	9/22/19	Confer with Ad Hoc Committee co-counsel re preparation for client meeting.	1.00	950.00
Quinn, K.	9/22/19	Review documents prepared in advance of client meeting.	2.00	1,900.00
Gilbert, S.	9/23/19	Attend Ad Hoc Committee meeting.	7.00	10,500.00
Gilbert, S.	9/23/19	Follow up meeting with Ad Hoc Committee members.	2.00	3,000.00
Quinn, K.	9/23/19	Participate in AHC meeting.	7.00	6,650.00
Quinn, K.	9/23/19	Meet with AHC members re follow up to meeting.	2.00	1,900.00
Gilbert, S.	9/24/19	Meet with Ad Hoc Committee.	3.50	5,250.00
Hudson, J.	9/24/19	Attend (partial) Ad Hoc Committee meeting.	3.50	2,362.50
Gilbert, S.	9/25/19	Confer with J. Rice (1.0); confer with P. Singer (1.0); confer with C. Litherland re strategy (0.5); confer with D. Molton (0.5); confer with K. Eckstein (0.5); confer with Ad Hoc Committee counsel re follow up to meeting (4.5).	8.00	12,000.00
Farra, A.	9/27/19	Telephone call with Ad Hoc Committee counsel re status update.	1.00	570.00
Gilbert, S.	9/28/19	Confer with PA, SC, and J. Rice re Ad Hoc Committee.	2.50	3,750.00
Gilbert, S.	9/29/19	Confer with non-states (0.5); confer with J. Rice (0.5); confer with Ad Hoc Committee counsel (1.0); confer with tribes (0.5).	2.50	3,750.00
Gilbert, S.	10/02/19	Telephone call with Ad Hoc Committee.	.50	750.00
Gilbert, S.	10/02/19	Confer with R. Ringer re committee coordination.	.50	750.00
Quinn, K.	10/02/19	Correspond with AHC professionals re composition of AHC.	.50	475.00
Farra, A.	10/03/19	Analyze correspondence re Ad Hoc Committee updates.	.50	285.00
Gilbert, S.	10/08/19	Attend Ad Hoc Committee meeting.	6.50	9,750.00
Quinn, K.	10/08/19	Meet with Ad Hoc Committee and co-counsel re case strategy.	3.00	2,850.00
Farra, A.	10/08/19	Attend Ad Hoc Committee meeting.	5.00	2,850.00
Quinn, K.	10/09/19	Communicate with non-state group re R. Budd handout.	.20	190.00

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Name	Date	Services	Hours	Amount
Gilbert, S.	10/16/19	Attend Ad Hoc Committee meeting.	1.00	1,500.00
Litherland, C.	10/16/19	Attend Committee meeting (via telephone).	1.00	1,250.00
Gilbert, S.	10/17/19	Meet with UCC counsel.	2.00	3,000.00
Gilbert, S.	10/23/19	Prep call re meeting with UCC.	1.00	1,500.00
Quinn, K.	10/23/19	Participate in call in preparation for meeting with UCC.	.80	760.00
Gilbert, S.	10/24/19	Meet with UCC (telephonically).	1.50	2,250.00
Quinn, K.	10/24/19	Participate in meeting with UCC; follow up with states and Ad Hoc Committee.	4.00	3,800.00
Gilbert, S.	10/25/19	Confer with co-counsel re strategy.	.50	750.00
Quinn, K.	10/25/19	Draft correspondence to S. Gilbert re AHC / UCC meeting follow up.	.20	190.00
Gilbert, S.	10/29/19	Confer with J. Rice re AHC strategy.	.50	750.00
Gilbert, S.	10/30/19	Confer with K. Eckstein re strategy.	1.00	1,500.00
Gilbert, S.	10/30/19	Confer with AHC advisors.	.50	750.00
Farra, A.	10/30/19	Attend call re Ad Hoc Committee meeting.	1.00	570.00
Gilbert, S.	10/31/19	Confer with states re strategy.	.50	750.00
Gilbert, S.	10/31/19	Confer with D. Molton re strategy.	.50	750.00
Quinn, K.	10/31/19	Review A. Farra summary of call.	.20	190.00
Project Total:			107.90	\$ 133,917.50

A015: Non-Working Travel Time (Billed @ 50%)

Name	Date	Services	Hours	Amount
Litherland, C.	9/16/19	Travel to White Plains, NY for first day hearings.	3.80	2,375.00
Litherland, C.	9/17/19	Travel to Washington, DC.	2.10	1,312.50
Gilbert, S.	9/18/19	Travel to White Plains, NY for meetings with client and advisors.	5.00	3,750.00
Gilbert, S.	9/19/19	Travel from White Plains, NY to Miami, FL after meetings.	5.00	3,750.00
Quinn, K.	9/19/19	Travel to Washington, DC after meeting with co-counsel.	3.00	1,425.00
Litherland, C.	9/19/19	Travel to Washington, DC.	1.80	1,125.00
Farra, A.	9/19/19	Travel to New York, NY for Ad Hoc Committee counsel meeting.	3.30	940.50
Farra, A.	9/19/19	Travel to Washington DC.	3.70	1,054.50
Gilbert, S.	9/23/19	Travel to New York, NY for Ad Hoc Committee meeting.	5.00	3,750.00

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Name	Date	Services	Hours	Amount
Quinn, K.	9/23/19	Travel to New York, NY for meeting with Ad Hoc Committee.	4.50	2,137.50
Litherland, C.	9/23/19	Travel to New York, NY for Ad Hoc Committee meeting.	2.90	1,812.50
Litherland, C.	9/24/19	Travel to Washington, DC.	1.00	625.00
Gilbert, S.	10/04/19	Travel to / from New York, NY for meetings with AHC.	10.00	7,500.00
Quinn, K.	10/07/19	Travel to New York, NY for meeting with AHC subgroup.	4.50	2,137.50
Gilbert, S.	10/08/19	Travel to Washington, DC.	4.00	3,000.00
Farra, A.	10/08/19	Travel to / from New York, NY for Ad Hoc Committee meeting.	6.20	1,767.00
Gilbert, S.	10/17/19	Travel to / from New York, NY.	8.00	6,000.00
Quinn, K.	10/22/19	Travel to New York, NY for meeting.	4.50	2,137.50
Quinn, K.	10/24/19	Travel to Washington, DC.	4.50	2,137.50
Project Total:			82.80	\$ 48,737.00

A019: Plan of Reorganization / Disclosure Statement

Name	Date	Services	Hours	Amount
Gilbert, S.	9/15/19	Confer with team re strategy.	.70	1,050.00
Gilbert, S.	9/15/19	Telephone call with Ad Hoc Committee; confer with J. Rice and K. Eckstein; confer with J. Rice, R. Budd, T. Graulich, and D. Molton.	7.00	10,500.00
Quinn, K.	9/15/19	Confer with S. Gilbert and C. Litherland re case strategy.	.70	665.00
Quinn, K.	9/15/19	Telephone call with Ad Hoc Committee group.	1.00	950.00
Gilbert, S.	9/16/19	Confer with tribes and counsel re status.	2.00	3,000.00
Litherland, C.	9/16/19	Communications with S. Gilbert, D. Molton, G. Cicero, A. Farra, K. Quinn, K. Eckstein, and others re general Debtor support, logistical matters, and hearing preparation and coordination.	4.60	5,750.00
Litherland, C.	9/18/19	Confer with J. Rice, S. Gilbert, and others re committee formation issues, term sheet issues, and next steps re term sheet	1.90	2,375.00
Litherland, C.	9/20/19	Review communications related to status of term sheet and preparations for Committee meeting.	.30	375.00
Farra, A.	9/23/19	Analyze revised term sheet re Ad Hoc Committee.	.30	171.00
Gilbert, S.	9/24/19	Meet with S. Birnbaum re term sheet issues.	1.50	2,250.00
Quinn, K.	9/24/19	Participate in meeting with Ad Hoc Committee re formation and settlement term sheet.	4.00	3,800.00

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Name	Date	Services	Hours	Amount
Litherland, C.	9/24/19	Attend meeting with Ad Hoc Committee to finalize several organizational steps and to discuss term-sheet issues.	4.30	5,375.00
Quinn, K.	9/25/19	Telephone call with co-counsel re status of term sheet.	.70	665.00
Quinn, K.	9/25/19	Review revised terms sheets and counsel correspondence.	.80	760.00
Farra, A.	9/25/19	Telephone call with K. Quinn, C. Litherland, S. Gilbert, and Kramer Levin re Ad Hoc Committee meeting preparation.	.70	399.00
Quinn, K.	9/26/19	Confer with J. Hudson re insurance provisions of term sheet.	.30	285.00
Litherland, C.	9/26/19	Review latest draft of term sheet.	.60	750.00
Litherland, C.	9/26/19	Review J. Rice comments to term sheet; communication with S. Gilbert re same.	.40	500.00
Hudson, J.	9/26/19	Confer with K. Quinn re scope of insurance provisions of term sheet.	.30	202.50
Gilbert, S.	9/27/19	Review term sheet redlines and revise; communications re same.	2.00	3,000.00
Gilbert, S.	9/27/19	Confer with Ad Hoc Committee re strategy; confer with K. Quinn; confer with Ad Hoc Committee counsel.	2.00	3,000.00
Quinn, K.	9/27/19	Correspond with AHC professionals re strategy; confer with S. Gilbert re same.	.50	475.00
Quinn, K.	9/27/19	Various calls with AHC and professionals re draft terms sheet issues and bylaws.	2.50	2,375.00
Quinn, K.	9/27/19	Review J. Rice comments to term sheet; correspond with S. Gilbert re same.	.30	285.00
Litherland, C.	9/27/19	Communications with co-counsel re term sheet and bylaw issues.	.70	875.00
Gilbert, S.	9/28/19	Correspondence re term sheet and Ad Hoc Committee.	2.00	3,000.00
Gilbert, S.	9/28/19	Review and revise term sheet.	1.00	1,500.00
Quinn, K.	9/28/19	Various correspondence and negotiations re term sheet.	2.50	2,375.00
Gilbert, S.	9/29/19	Revise term sheet; correspondence re same.	2.50	3,750.00
Gilbert, S.	9/30/19	Correspondence re term sheet issues.	1.00	1,500.00
Gilbert, S.	10/01/19	Confer with team re negotiation strategy.	1.00	1,500.00
Litherland, C.	10/01/19	Analyze term sheet issues.	.50	625.00
Gilbert, S.	10/02/19	Confer with S. Birnbaum re term sheet issues.	.50	750.00
Gilbert, S.	10/03/19	Confer with G. Uzzi re term sheet; confer with D. Polk re term sheet.	2.50	3,750.00

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Name	Date	Services	Hours	Amount
Gilbert, S.	10/03/19	Review current term sheet.	1.00	1,500.00
Gilbert, S.	10/03/19	Confer with AHC counsel re term sheet.	2.00	3,000.00
Quinn, K.	10/03/19	Review revisions to term sheet and Kramer Levin summary of objections to stay motion.	.50	475.00
Quinn, K.	10/03/19	Participate in calls with counsel for AHC re Supporters and Debtors revisions to term sheet.	2.00	1,900.00
Quinn, K.	10/03/19	Confer with Debtors and Supporters re term sheet.	2.50	2,375.00
Quinn, K.	10/03/19	Review Kramer Levin term sheet update; confer with S. Gilbert re same.	.20	190.00
Gilbert, S.	10/04/19	Confer with D. Polk re term sheet.	3.00	4,500.00
Gilbert, S.	10/04/19	Confer with Ad Hoc Committee counsel re term sheet.	2.50	3,750.00
Gilbert, S.	10/04/19	Review term sheet; correspondence re same.	2.50	3,750.00
Quinn, K.	10/04/19	Participate in call re term sheet negotiations.	2.30	2,185.00
Quinn, K.	10/04/19	Participate in follow up call with co-counsel for Ad Hoc Committee.	1.10	1,045.00
Quinn, K.	10/04/19	Participate in additional follow up calls re term sheet.	.70	665.00
Quinn, K.	10/04/19	Confer with Committee and Ad Hoc Committee counsel re revisions to term sheet.	2.50	2,375.00
Farra, A.	10/04/19	Attend (telephonically) call re Ad Hoc Committee meeting.	1.00	570.00
Gilbert, S.	10/05/19	Confer re Ad Hoc Committee issues; confer with Ad Hoc Committee counsel re term sheet; review and revise term sheet; confer with Ad Hoc Committee re term sheet.	4.00	6,000.00
Quinn, K.	10/05/19	Confer with non-state members re changes to term sheet.	1.30	1,235.00
Gilbert, S.	10/06/19	Confer with Ad Hoc Committee counsel re term sheet.	2.50	3,750.00
Gilbert, S.	10/06/19	Confer with G. Uzzi; confer with D. Polk re term sheet.	2.50	3,750.00
Gilbert, S.	10/06/19	Confer with Ad Hoc Committee re term sheet.	3.00	4,500.00
Quinn, K.	10/06/19	Review Debtors' revisions to term sheet; correspondence re same.	1.10	1,045.00
Quinn, K.	10/06/19	Confer with Ad Hoc Committee and professionals re revisions to term sheet.	2.50	2,375.00
Quinn, K.	10/06/19	Confer with Debtors re term sheet.	2.50	2,375.00
Quinn, K.	10/06/19	Telephone call with client re term sheet.	2.00	1,900.00
Farra, A.	10/06/19	Analyze correspondence re term sheet.	.50	285.00
Gilbert, S.	10/07/19	Attend Ad Hoc Committee subgroup meeting.	4.00	6,000.00

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Name	Date	Services	Hours	Amount
Quinn, K.	10/07/19	Meet with Ad Hoc Committee group re term sheet.	3.50	3,325.00
Farra, A.	10/07/19	Analyze correspondence with co-counsel re term sheet.	.50	285.00
Farra, A.	10/08/19	Analyze revised term sheet.	.80	456.00
Hudson, J.	10/09/19	Review term sheet and impact on insurance review and recovery.	.40	270.00
Gilbert, S.	10/10/19	Confer with D. Molton re strategy.	.50	750.00
Gilbert, S.	10/11/19	Confer with D. Molton and J. Rice re strategy.	.60	900.00
Gilbert, S.	10/14/19	Confer with S. Birnbaum; confer with J. Rice and others re case strategy; confer with P. Singer.	2.50	3,750.00
Project Total:			112.10	\$ 139,813.50
TOTAL CHARGEABLE HOURS			409.10	
TOTAL FEES				\$ 435,002.50

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
Gilbert, S.	37.00	750.00	27,750.00
Gilbert, S.	145.10	1,500.00	217,650.00
Quinn, K.	21.00	475.00	9,975.00
Quinn, K.	93.40	950.00	88,730.00
Litherland, C.	11.60	625.00	7,250.00
Litherland, C.	44.70	1,250.00	55,875.00
Hudson, J.	5.80	675.00	3,915.00
Massarsky, B.	6.30	500.00	3,150.00
Johnson, K.	2.10	225.00	472.50
Farra, A.	13.20	285.00	3,762.00
Farra, A.	28.90	570.00	16,473.00
TOTALS	409.10		\$ 435,002.50

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TASK SUMMARY

Task	Description	Hours	Amount
A001	Asset Analysis and Recovery	7.30	3,825.00
A002	Assumption / Rejection of Leases & Contracts	4.10	4,056.00
A003	Business Operations	23.60	26,751.00
A004	Case Administration	45.90	45,674.50
A006	Employment / Fee Applications	9.70	13,875.00
A008	Litigation: Contested Matters / Adversary Proceedings / Automatic Stay	15.70	18,353.00
A009	Meetings / Communications with AHC & Creditors	107.90	133,917.50
A015	Non-Working Travel Time (Billed @ 50%)	82.80	48,737.00
A019	Plan of Reorganization / Disclosure Statement	112.10	139,813.50

EXPENSE DETAILS

E106: Online Research

Date	Description	Task	Amount
9/30/19	Westlaw	E106	49.50
9/30/19	Westlaw	E106	65.74
9/30/19	PACER	E106	61.20
10/31/19	PACER	E106	6.10
	Sub-Total of Expenses		\$ 182.54

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E110: Out-of-Town Travel

Date	Description	Task	Amount
9/18/19	Travel - Train Fare - Craig Litherland / New York NY / Attend Hearing / Sept 16-18, 2019	E110	315.00
9/18/19	Travel - Lodging - Craig Litherland / New York NY / Attend Hearing / Sept 16-18, 2019	E110	1,120.14
9/18/19	Travel - Taxi Fare - Craig Litherland / New York NY / Attend Hearing / Sept 16-18, 2019	E110	56.21
9/18/19	Travel - Meals - Craig Litherland / New York NY / Attend Hearing / Sept 16-18, 2019	E110	54.32
9/19/19	Travel - Airfare - Kami Quinn / New York NY / Attend AHC co-counsel meeting / 09/18-19/2019	E110	498.30
9/19/19	Travel - Train Fare - Adam Farra / New York NY / Attend Ad Hoc Committee Counsel Meeting / September 19, 2019	E110	466.00
9/19/19	Travel - Lodging - Kami Quinn / New York NY / Attend AHC co-counsel meeting / 09/18-19/2019	E110	560.07
9/19/19	Travel - Taxi Fare - Adam Farra / New York NY / Attend Ad Hoc Committee Counsel Meeting / September 19, 2019	E110	7.77
9/19/19	Travel - Taxi Fare - Kami Quinn / New York NY / Attend co-counsel meeting / 09/18-19/2019	E110	113.16
9/23/19	Travel - Meals - Kami Quinn / New York NY / Attend Meetings with Client / 09/23-24/2019	E110	13.06
9/24/19	Travel - Train Fare - Kami Quinn / New York NY / Attend Meetings with Client / 09/23-24/2019 (Coach Fare)	E110	555.00
9/24/19	Travel - Lodging - Kami Quinn / New York NY / Attend Meetings with Client / 09/23-24/2019	E110	560.07
9/24/19	Travel - Taxi Fare - Kami Quinn / New York NY / Attend Meetings with Client / 09/23-24/2019	E110	35.57
10/08/19	Travel - Train Fare - Adam Farra / New York NY / Attend Bankruptcy Ad Hoc Committee Meeting / October 8, 2019	E110	498.00
10/08/19	Travel - Train Fare - Kami Quinn / New York NY / Attend Meeting with Clients / 10/07-08/2019	E110	498.00
10/08/19	Travel - Lodging - Kami Quinn / New York NY / Attend Meeting with Clients / 10/07-08/2019	E110	558.90
10/08/19	Travel - Taxi Fare - Adam Farra / New York NY / Attend Bankruptcy Ad Hoc Committee Meeting / October 8, 2019	E110	17.20
10/08/19	Travel - Taxi Fare - Kami Quinn / New York NY / Attend Meeting with Clients / 10/07-08/2019	E110	15.35
10/08/19	Travel - Meals - Kami Quinn / New York NY / Attend Meeting with Clients / 10/07-08/2019	E110	130.44
10/24/19	Travel - Train Fare - Kami Quinn / New York NY / Attend Client Meetings / 10/23-24/2019	E110	636.00
10/24/19	Travel - Lodging - Kami Quinn / New York NY / Attend Client Meetings / 10/23-24/2019	E110	560.07
10/24/19	Travel - Taxi Fare - Kami Quinn / New York NY / Attend Client Meetings / 10/23-24/2019	E110	19.85

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Date	Description	Task	Amount
10/24/19	Travel - Meals - Kami Quinn / New York NY / Attend Client Meetings / 10/23-24/2019	E110	6.53
	Sub-Total of Expenses		\$ 7,295.01
	TOTAL EXPENSES		\$ 7,477.55
	TOTAL FEES AND EXPENSES		\$ 442,480.05